

OMB APPROVAL

SEC 1972 Potential persons who are to respond to the collection __ in this (6-02)form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES

Brief Description of Business: Development and Ownership of Office Building

OMB Number: 3235-SECURITIES AND EXCHANGE COMMISSION 0076 Washington, D.C. 20549 Expires: May 31, 2005 Estimated average burden hours per response... 16 2 5 2004 FORM D SEC USE ONLY NOTICE OF SALE OF SECURITIES Prefix Serial PURSUANT TO REGULATION D, SECTION 4(6), AND/OR DATE RECEIVED UNIFORM LIMITED OFFERING EXEMPTION Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) Filing Under (Check box(es) that [] Rule 504 [X] Rule 505 [] Rule 506 [] Section 4(6) [] ULOE apply): Type of Filing: [X] New Filing [] Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer Preston Properties IV, LLC ([] check if this is an amendment and name has changed, and indicate change.) Address of Executive Offices (Number and Street, City, State, Zip Code) 1010 High House Road, Suite Telephone Number (Including Area Code) (919) 469-3555 300, Cary, NC 27513 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) Same as Executive Offices.



Type of Business Organization							
[] corporation [] business trust] limited partnership, alre	eady formed	[X] other (please specify): Limited liability company, already formed			
] limited partnership, to b	e formed				
	***************************************		Month	Year		BOARD-FORMS	
Actual or Estimated Date of Incorporation or Organization:			[0][1]	[0][4]	[X] Actual	[] Estimated	
Jurisdiction of Incorporation or	Or	ganization: (Enter two-lett CN for Canada; F):	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of federal exemption. Conversely, failure to file appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

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Full Name (Last nam	ne first, if in	dividual) Brock, G	regroy I						······································	
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B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?											Yes [X]	No []	
			An	swer als	o in App	endix, C	olumn 2	, if filing (under UL	.OE.			
2. Wha	it is the i	minimun	n investr	nent tha	t will be	accepted	d from ar	ny individ	ual?		•••	\$25,0	00.00
3. Does the offering permit joint ownership of a single unit?											Yes [X]		
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.													
Full Na	me (Las	st name	first, if in	ıdividual)								
Business or Residence Address (Number and Street, City, State, Zip Code)													
Name of Associated Broker or Dealer													
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)													
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	(DE)	[DC]	[FL]	[GA]	[HI]	[10)]
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Busine	ss or Re	sidence	Addres	s (Numb	er and S	Street, C	ity, State	, Zip Cod	de)				***************************************
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Full Name (Last name first, if individual)												
Business or Residence Address (Number and Street, City, State, Zip Code)												
Name of Associated Broker or Dealer												
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers												
(Check	k "All St	ates" or	check ir	ndividual	States)					[] All Stat	tes
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[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[M]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ -000	\$ -0-
Equity	\$000	\$ -0-
[] Common [] Preferred		
Convertible Securities (including warrants)	\$ -000	\$ -0-
LLC Membership Interests	\$ 800,000	\$ -0-
Other (Specify).	\$000	\$0-
Total	\$ 800,000	\$ -0-
Answer also in Appendix, Column 3, if filing under ULOE.		

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

		Aggregate Dollar Amount of Purchases
Accredited Investors	-0-	\$ -0-
Non-accredited Investors	-0-	\$ -0-
Total (for filings under Rule 504 only)		
Answer also in Appendix, Column 4, if filing under ULOE.		

3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u>, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

	rype of	Dollar Amount	
Type of offering	Security	Sold	
Rule 505		\$-0-	
Regulation A		\$-0-	
Rule 504		\$-0-	
Total		\$-0-	

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[]	\$
Printing and Engraving Costs	[]	\$
Legal Fees	[X]	\$ <u>2,500.00</u>
Accounting Fees	[]	\$
Engineering Fees	[]	\$
Sales Commissions (specify finders' fees separately)	[]	\$
Other Expenses (identify): Filing Fees	[X]	\$ 300.00
Total	[]	\$_2,800.00
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$ <u>797,200.00</u>

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[X] \$ <u>150,000</u>	[]\$
Purchase of real estate	[X] \$ <u>111,608</u>	[]\$
Purchase, rental or leasing and installation of machinery and equipment	[X] \$ <u>535,592</u>	[]\$
Construction or leasing of plant buildings and facilities	[]\$	[]\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]\$	[]\$
Repayment of indebtedness	[]\$	[]\$
Working capital	[]\$	[]\$

Other (specify):	[]\$		[]\$
	[]\$ <u></u>		[]\$
Column Totals	 [X] \$ <u>7</u>	97,200	[]\$
Total Payments Listed (column totals added)		[X]	\$ <u>797,200</u>
D. FEDERAL SIG	NATURE	***************************************	***************************************
he issuer has duly caused this notice to be signed by the tice is filed under $\frac{\text{Rule }505}{\text{Such angle Commission}}$, the following signature con the U.S. Securities and Exchange Commission, upon which has the issuer to any non-accredited investor pure the such as the signer of the such as the such a	stitutes an undertaking vritten request of its sta	by the iss iff, the info	uer to furnish rmation
suer (Print or Type)	Signature	20	Date
reston Properties IV, LLC	, // (/ ,	4	2.20.2009
ame of Signer (Print or Type)	itle of eigner (Print or T	уре)	
regory L. Brock	Manager		
ATTENTIC Intentional misstatements or omissions of fact cor		al violatio	ns (See 18
U.S.C. 100		ai vioialic	113. (366 10

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E. STATE SIGNATURE	
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes No [] [X]

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Gregory L. Brock	Manager
Name of Signer (Print or Type)	Title (Print or Type)
Preston Properties IV, LLC	Dreyon Z. Bran 2.20.2004
Issuer (Print or Type)	Siggature Date

Instruction

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

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	accredited and aggrega offering price offered in sta		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No.		Number of Accredited Investors		Number of Non- Accredited Investors	Amount	Yes	No
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